

SWIDLER BERLIN LLP

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The Washington Harbour
3000 K Street, N.W., Suite 300
Washington, D.C. 20007-5116
T.R.A. DOCKET 2005-00093
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April 21, 2005

VIA OVERNIGHT DELIVERY

Sharla Dillon, Dockets and Records Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243

Re: Docket No. 05-00093: Petition Regarding the Indirect Transfer of Control of
ATX Licensing, Inc. to Leucadia National Corporation

Dear Ms. Dillon:

ATX Licensing, Inc. ("ATX"), by its undersigned counsel, hereby responds to Data Request
No. 1 issued by the Authority on April 8, 2005.

1. Provide a citation to a statute, rule, or order which warrants the petition's approval.

RESPONSE: ATX is aware that the Authority has asserted jurisdiction over indirect transfers of control pursuant to Tenn. Code Ann. Sec. 65-4-113. *See, e.g.,* Docket No. 02-01040. This section requires Authority approval for transfers of authority to provide utility services. ATX respectfully submits that the indirect transfer of control described in the Petition will not result in a transfer of authority of utility services under Section 65-4-113. Here, post-transaction, ATX will retain its certificate of authority and will remain the entity providing utility services to customers in Tennessee. As shown on the organizational chart attached as Exhibit A to the Petition, only control of ATX's ultimate parent company will change as a result of this transaction. ATX defers to the Authority for a determination whether this transaction requires Authority approval under this section.

2. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.

RESPONSE: ATX and its subsidiaries and Leucadia National Corporation ("Leucadia") have filed applications or notifications of this transaction in 28 states and with the Federal Communications Commission ("FCC"). With the exception of Tennessee, the parties

have received regulatory approvals from all states and the FCC for the proposed transactions.

3. Have the petitioners filed a similar petition with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your petition has been established by any federal agency, provide such with your response.

RESPONSE: ATX and its subsidiaries and Leucadia have filed applications for FCC approval of the proposed transaction. These applications have been assigned the following FCC file numbers and have been approved: WC Docket No. 05-92; ITC-ASG-20050304-00128; and FCC ULS File No. 0002067305. The Bankruptcy Court confirmed ATX's Plan on April 13, 2005.

4. Provide the number of customers that ATX Licensing, Inc. currently has in Tennessee.

RESPONSE: ATX currently has 36 customers in Tennessee.

5. Will all ATX Licensing, Inc. customers in Tennessee be transferred to Leucadia National Corporation?

RESPONSE: ATX clarifies that it will remain the service provider to its Tennessee customers post-transaction. While ultimate ownership of ATX will change as a result of this transaction, and Leucadia will ultimately control ATX post-transaction, all Tennessee customers of ATX will remain customers of ATX post-transaction.

6. What telecommunications services will ATX Licensing, Inc. continue to provide under its current CCN in Tennessee after the transfer?

RESPONSE: Post-transaction, ATX will continue to provide all telecommunications services it is currently providing to its customers in Tennessee. As stated in the Petition, the transfer of control will not involve a change in the name under which ATX currently operates. ATX does not contemplate any change immediately following consummation of the proposed transactions in the manner in which it currently offers service in the State of Tennessee. Immediately following the Effective Date of the Plan, ATX will continue to offer the services it currently offers in Tennessee with no change in the rates or terms and conditions of service (other than those arising in the ordinary course of business pursuant to state tariffing requirements). ATX, moreover, will continue to be led by the same team of experienced telecommunications managers. The indirect transfer of control to Leucadia of ATX therefore will be seamless and transparent to Tennessee consumers in terms of the services they receive.

7. Consistent with TRA Rule 1220-4-2-.56(2)(d), provide a current customer notice or letter informing customers of the change in ownership and/or operating authority.

RESPONSE: ATX respectfully submits that TRA Rule 1220-4-2-.56(2)(d) is not applicable to the instant transaction. This rule governs customer notice to be provided in customer base transfers. The instant transaction is not a customer base transfer, but an indirect transfer of control of ATX's ultimate parent company. As described above in Items 5 and 6, ATX will remain the service provider for its Tennessee customers post-transaction. Accordingly, ATX respectfully submits that the customer notice requirements of TRA Rule 1220-4-2-.56(2)(d) are not applicable to the instant transaction.

8. Verify all current CCNs issued with the Authority, and provide copies of all current business licenses of Leucadia National Corporation and ATX Licensing, Inc. filed with the Tennessee Secretary of State's Office.

RESPONSE: As stated in the Petition, ATX holds a CCN to provide resold intrastate interexchange telecommunications services in Tennessee pursuant to Authority Order issued in Docket No. 00-00089 on March 14, 2000. A copy of ATX's business license from the Tennessee Secretary of State's Office is attached hereto as Exhibit A. Leucadia neither holds a CCN with the Authority nor a business license with the Tennessee Secretary of State's Office. Because ATX will remain the telecommunications service provider after consummation of the proposed transactions, these documents are unnecessary for Leucadia.

9. Confirm that petitioners will continue to operate under their present CCNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office.

RESPONSE: After consummation of the proposed transactions, ATX will continue to operate under its present CCN issued by the Authority and business license as filed with the Tennessee Secretary of State.

10. Please provide a contact name, address, telephone, and facsimile number for Leucadia National Corporation.

RESPONSE: Leucadia's address and telephone number is as follows:

**Leucadia National Corporation
315 Park Avenue South
New York, NY 10010
Tel: (212) 460-1900**

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The name, address, telephone, and facsimile number of Leucadia's regulatory contact is as follows:

**Mark D. Schneider
G. Darryl Reed
Sidley Austin Brown & Wood LLP
1501 K Street, N.W.
Washington, D.C. 20005
(202) 736-8058 (Direct)
(202) 736-8711 (Facsimile)**

11. Re-file this Petition as a Joint Petition between the parties or provide a signed statement from Leucadia National Corporation verifying that the information contained in the Petition is true and correct to their knowledge, information, and belief.

RESPONSE: Leucadia is in the process of executing a verification for the Petition. ATX will supplement this response to transmit Leucadia's verification as soon as possible.

* * * * *

An original and thirteen (13) copies of this submission are included for filing. Kindly date-stamp and return the enclosed extra copy in the postage-prepaid envelope provided. Should you have any questions regarding this submission or the underlying Petition, please contact Jeanne W. Stockman at (202) 295-8392.

Very truly yours,



Eric J. Branfman
Grace R. Chu
Jeanne W. Stockman

Special Counsel to
ATX LICENSING, INC.

cc via email:

Mark D. Schneider (Sidley)
Bruce Bennett (ATX)

EXHIBIT A

ATX BUSINESS LICENSE

Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 08/04/04
REQUEST NUMBER: 5199-1336
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 08/02/04
EFFECTIVE DATE/TIME:
CONTROL NUMBER: 0391984

TO:
ATX LICENSING INC
2100 RENAISSANCE
BLVD
KING OF PRUSSIA, PA 19406

RE:
ATX LICENSING, INC.
CORPORATION ANNUAL REPORT

THIS WILL ACKNOWLEDGE THE FILING OF THE ABOVE DOCUMENT ON THE DATE SHOWN ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: CORPORATION ANNUAL REPORT

FROM:
ATX COMMUNICATIONS
50 MONUMENT ROAD

BALA CYNWYD, PA 19004-0000

ON DATE: 08/03/04

RECEIVED:	FEES	
	\$20.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$20.00

RECEIPT NUMBER: 00003564588
ACCOUNT NUMBER: 00441388



SS-4458

Riley C Darnell

RILEY C DARNELL
SECRETARY OF STATE

CORPORATION ANNUAL REPORT

Please return completed form to:
TENNESSEE SECRETARY OF STATE
 Attn: Annual Report
 312 Eighth Ave. N, 6th Floor
 William R. Snodgrass Tower
 Nashville, TN. 37243

Annual Report Filing Fee Due

\$20, if no changes are made in block #6 to the registered agent/office, or
 \$40, if any changes are made in block #6 to the registered agent/office

CURRENT FISCAL YEAR CLOSING MONTH 07
 CORRECT MONTH IS

IF DIFFERENT,

THIS REPORT IS DUE ON OR BEFORE 11/01/04

(1) SECRETARY OF STATE CONTROL NUMBER 0391984

(2A) NAME AND MAILING ADDRESS OF CORPORATION

ATX LICENSING, INC.

50 MONUMENT RD

BALA CYNWOOD, PA 19004

|||||

F 07/03/2000

FOR PROFIT 441,388

(2B) STATE OR COUNTRY OF INCORPORATION

DELAWARE

(2C) ADD OR CHANGE MAILING ADDRESS:

2100 Renaissance Blvd
 King of Prussia PA 19406

(3) A PRINCIPAL ADDRESS INCLUDING CITY, STATE, ZIP CODE

50 MONUMENT RD, BALA CYNWOOD, PA 19004

B CHANGE OF PRINCIPAL ADDRESS:

STREET

CITY

STATE

ZIP CODE + 4

2100 Renaissance Blvd

King of Prussia PA

19406

(4) NAME AND BUSINESS ADDRESS, INCLUDING ZIP CODE, OF THE PRESIDENT, SECRETARY AND OTHER PRINCIPAL OFFICERS
 (ATTACH ADDITIONAL SHEET IF NECESSARY)

TITLE

NAME

BUSINESS ADDRESS

CITY, STATE, ZIP CODE + 4

PRESIDENT

Jeff Courson

2100 Renaissance Blvd King of Prussia PA 19406

SECRETARY

Chris Holt

75 Broad St. 27th Floor NY NY 10004

Treasurer Neil Peritz

2100 Renaissance Blvd King of Prussia PA 19406

(5) BOARD OF DIRECTORS (NAMES, BUSINESS ADDRESS INCLUDING ZIP CODE) (ATTACH ADDITIONAL SHEET IF NECESSARY)

☒ SAME AS ABOVE ☐ NONE

OR LISTED BELOW:

NAME

BUSINESS ADDRESS

CITY, STATE, ZIP CODE + 4

Jarclay Knapp

110 E 59th St 26th Flr NY NY 10022

Thomas Gravina

2100 Renaissance Blvd King of Prussia PA 19406

Michael Peterson

2100 Renaissance Blvd King of Prussia PA 19406

(6) A NAME OF REGISTERED AGENT AS APPEARS ON SECRETARY OF STATE RECORDS

NATIONAL REGISTERED AGENTS, INC

B REGISTERED ADDRESS AS APPEARS ON SECRETARY OF STATE RECORDS

1900 CHURCH ST, STE 400, NASHVILLE, TN 37203

C INDICATE BELOW ANY CHANGES TO THE REGISTERED AGENT NAME AND/OR REGISTERED OFFICE

(I) CHANGE OF REGISTERED AGENT:

(II) CHANGE OF REGISTERED OFFICE:

STREET

CITY

STATE
TN

ZIP CODE + 4

COUNTY

(7) A. THIS BOX APPLIES ONLY TO NONPROFIT CORPORATIONS. OUR RECORDS REFLECT THAT YOUR NONPROFIT CORPORATION IS A PUBLIC BENEFIT OR A MUTUAL BENEFIT CORPORATION AS INDICATED IF BLANK OR INCORRECT, PLEASE CHECK APPROPRIATE BOX:

☐ PUBLIC
☐ MUTUAL

B IF A TENNESSEE RELIGIOUS CORPORATION, PLEASE CHECK BOX IF BLANK.

☐ RELIGIOUS

(8) SIGNATURE

M R

(9) DATE

7/28/04

(10) TYPE PRINT NAME OF SIGNER

Neil Peritz

(11) TITLE OF SIGNER

Sr VP & Treasurer

** THIS REPORT MUST BE DATED AND SIGNED **



CONTINUED ON BACK